

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR TELEPHONIC AND VIDEO HEARING ON
OCTOBER 16, 2020 AT 4:00 P.M. (ET)**

THIS HEARING WILL BE HELD TELEPHONICALLY VIA COURTCALL AND, IN CERTAIN CIRCUMSTANCES, BY VIDEO VIA ZOOM. ALL PARTIES WISHING TO APPEAR MUST DO SO TELEPHONICALLY BY CONTACTING COURTCALL, LLC AT 866-582-6878. ONLY THOSE PARTIES THAT WILL BE ADDRESSING THE COURT SHOULD APPEAR BY VIDEO VIA ZOOM IN ADDITION TO THEIR COURTCALL REGISTRATION.

PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.

**Topic: Town Sports Intl 20-12168 Hearing
Time: October 16, 2020 4:00 P.M. Eastern Time (US and Canada)**

Join ZoomGov Meeting
<https://debuscourts.zoomgov.com/j/1613882367>

**Meeting ID: 161 388 2367
Passcode: 278206**

RESOLVED MATTERS

1. Debtors' Motion for Interim and Final Orders, Pursuant to Sections 105(a), 363(b), 507(a)(8), 541, 1107(a) and 1108 of the Bankruptcy Code, (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling a Final Hearing [Docket No. 5, 9/14/20]

¹ The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the proposed undersigned counsel for the Debtors.

Related Documents:

- A. Interim Order, Pursuant to Sections 105(a), 363(b), 507(a)(8), 541, 1107(a) and 1108 of the Bankruptcy Code, (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling a Final Hearing [Docket No. 62, 9/16/20]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [Docket No. 66, 9/16/20]
- C. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]
- D. Certificate of No Objection [Docket No. 185, 10/8/20]
- E. Final Order, Pursuant to Sections 105(a), 363(b), 507(a)(8), 541, 1107(a) and 1108 of the Bankruptcy Code, (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling a Final Hearing [Docket No. 198, 10/9/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: A Final Order has been entered. No hearing is necessary.

- 2. Debtors' Motion for Entry of Interim and Final Orders, Pursuant to Sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code, (A) Authorizing (I) Payment of Prepetition Employee Wages, Salaries and Other Compensation; (II) Payment of Prepetition Employee Business Expenses; (III) Contributions to Prepetition Employee Benefit Programs and Continuation of Such Programs in the Ordinary Course; (IV) Payment of Workers' Compensation Obligations; (V) Payments for Which Prepetition Payroll Deductions Were Made; (VI) Payment of All Costs and Expenses Incident to the Foregoing Payments and Contributions; and (VII) Payment to Third Parties of All Amounts Incident to the Foregoing Payments and Contributions; and (B) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [Docket No. 6, 9/14/20]

Related Documents:

- A. Interim Order, Pursuant to Sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code, (A) Authorizing (I) Payment of Prepetition Employee Wages, Salaries and Other Compensation; (II) Payment of Prepetition Employee Business Expenses; (III) Contributions to Prepetition Employee Benefit Programs and Continuation of Such Programs in the Ordinary Course; (IV) Payment of Workers' Compensation Obligations; (V) Payments for Which Prepetition Payroll Deductions Were Made; (VI) Payment of All Costs and Expenses Incident to the Foregoing Payments and Contributions; and (VII) Payment to Third Parties of All

Amounts Incident to the Foregoing Payments and Contributions; and (B) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [Docket No. 59, 9/16/20]

- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [Docket No. 66, 9/16/20]
- C. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]
- D. Certificate of No Objection [Docket No. 186, 10/8/20]
- E. Final Order, Pursuant to Sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code, (A) Authorizing (I) Payment of Prepetition Employee Wages, Salaries and Other Compensation; (II) Payment of Prepetition Employee Business Expenses; (III) Contributions to Prepetition Employee Benefit Programs and Continuation of Such Programs in the Ordinary Course; (IV) Payment of Workers' Compensation Obligations; (V) Payments for Which Prepetition Payroll Deductions Were Made; (VI) Payment of All Costs and Expenses Incident to the Foregoing Payments and Contributions; and (VII) Payment to Third Parties of All Amounts Incident to the Foregoing Payments and Contributions; and (B) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [Docket No. 199, 10/9/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: A Final Order has been entered. No hearing is necessary.

- 3. Debtors' Motion for Interim and Final Orders, Pursuant to Sections 105(a) and 363 of the Bankruptcy Code, (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with Insurance Programs, Including Payment of Policy Premiums and Broker Fees; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling A Final Hearing [Docket No. 7, 9/14/20]

Related Documents:

- A. Interim Order, Pursuant to Sections 105(a) and 363 of the Bankruptcy Code, (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with Insurance Programs, Including Payment of Policy Premiums and Broker Fees; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling A Final Hearing [Docket No. 60, 9/16/20]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [Docket No. 66, 9/16/20]
- C. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]

D. Certificate of No Objection [Docket No. 187, 10/8/20]

E. Final Order, Pursuant to Sections 105(a) and 363 of the Bankruptcy Code, (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with Insurance Programs, Including Payment of Policy Premiums and Broker Fees; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling A Final Hearing [Docket No. 200, 10/9/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: A Final Order has been entered. No hearing is necessary.

4. Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to (A) Continue Operating Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 10, 9/14/20]

Related Documents:

- A. Interim Order, (I) Authorizing Debtors to (A) Continue Operating Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 63, 9/16/20]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [Docket No. 66, 9/16/20]
- C. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]
- D. Certification of Counsel [Docket No. 213, 10/9/20]
- E. Final Order (I) Authorizing Debtors to (A) Continue Operating Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 221, 10/13/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET) [Extended to October 9, 2020 at 4:00 p.m. (ET) solely with respect to the Official Committee of Unsecured Creditors]

Objections/Responses Filed:

- F. Informal comments of the Official Committee of Unsecured Creditors

Status: A revised form of order resolving the informal comments has been entered. No hearing is necessary.

5. Motion of the Debtors for Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 11, 9/14/20]

Related Documents:

- A. Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying Automatic Stay; and (III) Scheduling a Final Hearing [Docket No. 64, 9/16/20]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [Docket No. 66, 9/16/20]
- C. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [146](#), 10/1/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: The Debtors' DIP Motion (item c above) supersedes the Cash Collateral Motion, as the relief requested therein has been subsumed into the DIP Order going forward. As such, the Debtors no longer are pursuing entry of a separate final order approving the Cash Collateral Motion. No hearing is necessary.

6. Motion of EBRA 70 Pine Master Tenant LLC to Effectuate Rejection of Lease *Nunc Pro Tunc* to Surrender of Keys [Docket No. 110, 9/28/20]

Related Document:

- A. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None at this time.

Status: This matter has been resolved. The Movant has advised the Debtors that, upon rejection of the subject lease, they agree that their motion will be withdrawn.

7. Debtors' Motion for Entry of an Order Extending the Time for Filing Schedules and Statements [Docket No. 132, 9/30/20]

Related Documents:

- A. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]
- B. Certificate of No Objection [Docket No. 188, 10/8/20]
- C. Order Extending the Time for Filing Schedules and Statements [Docket No. 201, 10/9/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

8. Debtors' Motion for and Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief [Docket No. 133, 9/30/20]

Related Documents:

- A. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]
- B. Certification of Counsel [Docket No. 189, 10/8/20]
- C. Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief [Docket No. 195, 10/9/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

- D. Informal comments of the U.S. Trustee

Status: A revised form of order resolving the informal comments has been entered. No hearing is necessary.

9. Debtors' Motion for and Entry of an Order (I) Authorizing Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Docket No. 134, 9/30/20]

Related Documents:

- A. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]

B. Certification of Counsel [Docket No. 214, 10/9/20]

C. Order Authorizing Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Docket No. 222, 10/13/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET) [Extended to October 9, 2020 at 4:00 p.m. (ET) solely with respect to the Official Committee of Unsecured Creditors]

Objections/Responses Filed:

D. Informal comments of the Official Committee of Unsecured Creditors

Status: A revised form of order resolving the informal comments has been entered. No hearing is necessary.

10. Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases and (II) Granting Related Relief [Docket No. 135, 9/30/20]

Related Documents:

A. Notice of Rescheduled Hearing [Docket No. 177, 10/7/20]

B. Certification of Counsel [Docket No. 217, 10/12/20]

C. Order (I) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases and Procedures Related Thereto and (II) Granting Related Relief [Docket No. 224, 10/13/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: Various informal comments.

Status: A revised form of order resolving the various informal comments has been entered. No hearing is necessary.

CONTESTED MATTERS

11. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [146](#), 10/1/20]

Related Documents:

A. Declaration of Jason Feintuch in Support of Debtors' Motion for Entry of Interim

and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [147](#), 10/1/20]²

B. Motion to Shorten Notice [Docket No. [148](#), 10/1/20]

C. Order Shortening Notice [Docket No. [150](#), 10/2/20]

D. Notice of Filing of Blackline of Proposed Interim DIP Order [Docket No. [154](#), 10/2/20]

E. Declaration of John C. DiDonato in Support of Debtors' Motion [Docket No. [155](#), 10/2/20]³

F. Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [159](#), 10/2/20]

G. Notice of Hearing [Docket No. [168](#), 10/5/20]

H. Notice of Filing of Blackline of Proposed Further Interim Dip Order [Docket No. [194](#), 10/9/20]

I. Second Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [205](#), 10/9/20]

J. Notice of Final Hearing [Docket No. [212](#), 10/9/20]

Objection/Response Deadline: October 14, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

K. Informal comments of the Official Committee of Unsecured Creditors

L. Informal comments of Daxko LLC

² The physical location of this declarant is Scarsdale, NY.

³ The physical location of this declarant is Pittsburgh, PA.

Status: This matter will be going forward on a final basis.⁴

12. Debtors' Motion for Interim and Final Orders, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code, (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, and (IV) Setting a Final Hearing Related Thereto [Docket No. [4](#), 9/14/20]

Related Documents:

- A. Interim Order, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code, (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, and (IV) Setting a Final Hearing Related Thereto [Docket No. [58](#), 9/16/20]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [Docket No. [66](#), 9/16/20]
- C. Notice of Rescheduled Hearing [Docket No. [177](#), 10/7/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

- D. Objection of Certain Utility Companies [Docket No. [130](#), 9/30/20]

Status: This matter will be going forward. The parties have resolved the objection in principle and anticipate filing a proposed final order under certification of counsel.

13. Motion of Debtors Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property Effective as of the Petition Date and (II) Abandon Property in Connection Therewith [Docket No. [9](#), 9/14/20]

Related Documents:

- A. Notice of Hearing [Docket No. [68](#), 9/16/20]
- B. Notice of Filing of Revised Rejection List [Docket No. [82](#), 9/18/20]
- C. Notice of Rescheduled Hearing [Docket No. [177](#), 10/7/20]

⁴ The DIP Motion supersedes the Cash Collateral Motion previously filed [Docket No. 11], as the relief requested therein has been subsumed into the DIP Order going forward. As such, the Debtors no longer are pursuing entry of a separate final order approving the Cash Collateral Motion.

D. Notice of Filing of Blackline of Proposed Order [Docket No. [241](#), 10/14/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. [Extended for various landlords]

Objections/Responses Filed:

E. Limited Objection of KRG Bayonne Urban Renewal, LLC [Docket No. [172](#), 10/7/20]

F. Limited Objection of GP Associates, a New York Partnership [Docket No. [176](#), 10/7/20]

G. Limited Objection of 39 W. Northfield Associates, LLC [Docket No. [210](#), 10/9/20]

Status: This matter will be going forward.

14. Second Omnibus Motion of Debtors Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property Effective as of September 29, 2020 and (II) Abandon Property in Connection Therewith [Docket No. [121](#), 9/29/20]

Related Documents:

A. Notice of Rescheduled Hearing [Docket No. [177](#), 10/7/20]

B. Notice of Filing of Blackline of Proposed Order [Docket No. [242](#), 10/14/20]

Objection/Response Deadline: October 7, 2020 at 4:00 p.m. [Extended for various landlords]

Objections/Responses Filed:

C. Objection of GFP Real Estate, LLC, as agent for Lafayette-Astor Associates LLC [Docket No. [173](#), 10/7/20]

D. Response of 28-30 Avenue A, LLC [Docket No. [179](#), 10/7/20]

E. Joinder and Limited Objection of 429-441 86th Street LLC to Objections to Second Omnibus Motion [Docket No. [225](#), 10/13/20]

Status: This matter will be going forward.

Dated: Wilmington, Delaware
October 14, 2020

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sean T. Greecher

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